

# **EXHIBIT O**

1 UNITED STATES DISTRICT COURT

2 SOUTHERN DISTRICT OF NEW YORK

3  
4 SECURITIES AND EXCHANGE COMMISSION, )

5 Plaintiff, )

6 v. ) Case No.

7 BARRY C. HONIG, ROBERT LADD, ELLIOT ) 18 Civ. 8175 (ER)

8 MAZA, BRIAN KELLER, JOHN H. FORD, )

9 GRQ CONSULTANTS, INC., AND HS )

10 CONTRARIAN INVESTMENTS, LLC, )

11 Defendants. )

12 \_\_\_\_\_ )

13  
14 VOLUME 1

15 VIDEOTAPED DEPOSITION OF TARA GUARNERI-FERRARA

16 VIA VIDEOCONFERENCE

17 Tuesday, July 12, 2022

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23  
24 Diversified Reporting Services, Inc.

25 (202) 467-9200

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2 SOUTHERN DISTRICT OF NEW YORK  
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4 SECURITIES AND EXCHANGE COMMISSION, )

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9 GRQ CONSULTANTS, INC., AND HS )

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11 Defendants. )

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14  
15 Videotaped deposition of Tara Guarneri-Ferrara,  
16 taken on behalf of the Plaintiff, all parties appearing  
17 remotely via Webex, beginning at 10:01 a.m. EST and  
18 ending at 11:40 a.m. EST, on Tuesday, July 12, 2022.  
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24 Diversified Reporting Services, Inc.

25 (202) 467-9200

1 APPEARANCES:

2  
3 On behalf of the Securities and Exchange Commission:

4 NANCY A. BROWN, ESQ.

5 JACK KAUFMAN, ESQ.

6 Securities and Exchange Commission

7 Division of Enforcement

8 100 Pearl Street, Suite 20-100

9 New York, New York 10004

10  
11 On behalf of the Witness:

12 SAMEER RASTOGI, ESQ.

13 Sichenzia Ross Ference LLP

14 1185 Avenue of the Americas, 31st Floor

15 New York, New York 10036

16  
17 On behalf of Mr. Ladd:

18 ADAM FORD, ESQ.

19 ANJULA PRASAD, ESQ.

20 Ford O'Brien Landy LLP

21 275 Madison Avenue, Floor 24

22 New York, New York 10016

23  
24 Also Present:

25 Robert Ladd

1 Q I believe so.

2 A I -- I don't know what that's the -- that's the  
3 symbol for, so I don't know what company it's referring  
4 to.

5 Q Okay. Thank you. So there were a couple of them  
6 where you said you worked on portions. Was there a  
7 specific portion that you would typically work on in  
8 transactions, or you're just saying you know you had  
9 something to do with that transaction, you just don't  
10 remember what it was?

11 A Correct. It wasn't like I was asked to  
12 specialize in a specific area. I just at some point  
13 remember helping out on it, but I didn't work on it with  
14 any regularity.

15 Q All right. Thank you. In the course of your  
16 work for Mr. Honig, can you tell us how many of those  
17 particular transactions also involved investments by  
18 Mr. Stetson?

19 A I wouldn't know that offhand.

20 Q Who did you understand Mr. Stetson to be?

21 A When we -- early on, my understanding was that  
22 Mr. Stetson worked for Mr. Honig as almost like an  
23 assistant or something to that effect.

24 Q Did it change? Did your understanding change?

25 A I don't think it changed. My understanding is

1 he's always been in that role, but at some point started  
2 investing alongside him for whatever reason. I don't  
3 know what those reasons were.

4 Q Do you recall any of the matters that you worked  
5 on for Mr. Honig involving a company called Stetson  
6 Capital?

7 A As an investor, you mean?

8 Q Yes.

9 A I don't recall specifically that -- that  
10 investor.

11 Q How about HS Contrarian?

12 A I recall that being an investor, although I don't  
13 recall specific deals.

14 Q And did you have an understanding whether HS  
15 Contrarian was related to Mr. Stetson?

16 A My understanding was it was.

17 Q And in any of those transactions you worked on  
18 for Mr. Honig, was Mr. O'Rourke involved in any way?

19 A Much later on I believe he was an investor.

20 Q Did you have an understanding of what his  
21 connection was with Mr. Honig?

22 A I -- I really didn't, no, other than that he  
23 invested alongside of him.

24 Q Have you ever heard of a company called ATG  
25 Capital?

1 Q Did 13(d) ever come up in any of those  
2 transactions that you worked on for Mr. Barry Honig?

3 A Well, they certainly made 13(g) and (d) filings  
4 where appropriate.

5 Q Did any issues arise in connection with those  
6 filings?

7 MR. RASTOGI: So I just -- I understand that  
8 this is a general question, and therefore, Tara can  
9 answer it. I just want to caution the witness that if  
10 you are going to raise a specific issuer that's not MGT,  
11 those issuers or that client potentially has privilege  
12 issues. So try to keep your answers general to the  
13 extent you can, if you remember, and just try to be  
14 mindful of that.

15 A Can you repeat the question? I'm sorry.

16 Q Sure. In connection with working on transactions  
17 that involved Mr. Barry Honig, do you recall there being  
18 issues in connection with filing 13(d)s or 13(g)s on his  
19 behalf?

20 A I don't recall any issues.

21 Q Did you ever have a situation where you had a  
22 discussion with anyone at Sichenzia about the group  
23 status of Mr. Honig?

24 A I don't recall having a discussion, no.

25 Q So when was your first introduction to MGT or

1 you know. If you -- if you're guessing, then --

2 THE WITNESS: I'm guessing. Yeah, I don't  
3 recall. I don't recall specifically.

4 Q Okay. And I think I asked a version of this  
5 question before, so I apologize if it sounds repetitive.  
6 But have you ever considered the group status of any  
7 client, without telling me who that client was, in your  
8 work at Sichenzia?

9 A No.

10 Q If you were asked to consider a particular  
11 investor's group status and to provide counsel, how  
12 would you go about making that determination?

13 A Hypothetically, I would probably go back to the  
14 rule and do a full analysis.

15 Q Are there any particular questions you would ask  
16 of the investor?

17 A Probably, but, I mean, off the top of my head I  
18 can't list them right now.

19 Q Can you list any?

20 A Again, I don't know what I would hypothetically  
21 ask a client in a hypothetical situation.

22 Q Okay. All right. So let's look at number 8. So  
23 8 has been marked previously as AM Exhibit 2, and it's  
24 an e-mail from Mr. Kesner to Mr. Marcus, CCing you and  
25 Mr. Ladd.